

EXHIBIT 2
To Application

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**DECLARATION OF RALPH S. TULIANO IN SUPPORT OF
APPLICATION OF THE EXAMINER FOR AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF MESIROW FINANCIAL CONSULTING, LLC
AS FINANCIAL ADVISOR TO THE EXAMINER *NUNC PRO TUNC* TO JULY 24, 2012**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, RALPH S. TULIANO declares as follows:

1. I am the Chief Executive Officer (“CEO”) of Mesirow Financial Consulting, LLC (“MFC”), a professional services firm engaged in the business of providing financial advisory and related professional consulting services. MFC is a wholly-owned subsidiary of Mesirow Financial Holdings, Inc., a diversified financial services firm which also offers investment management services, insurance services, investment services and investment advisory services (collectively “Mesirow Financial”).

2. I submit this declaration (the “Declaration”) on behalf of MFC in support of the application (the “Application”) dated August 13, 2012 of Arthur J. Gonzalez, Esq., as Examiner (the “Examiner”) for an Order Authorizing the Retention and Employment of MFC as Financial Advisor to the Examiner *Nunc Pro Tunc* to July 24, 2012.

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Declaration of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on May 14, 2012. Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term “Debtors” includes any such entities.

3. I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.² To the extent that any information disclosed herein requires amendment or modification upon further analysis or as additional information regarding the Debtors or other parties in interest becomes available, MFC will submit additional declarations reflecting this new information.

4. MFC is well qualified to assist the Examiner in these cases because of MFC's extensive knowledge and diverse experience with rendering services such as those outlined below in numerous Chapter 11 cases and other matters. As such, MFC is qualified to perform the work required in these cases.

SERVICES TO BE PROVIDED

5. The Examiner has requested, and MFC agreed to assist the Examiner and his proposed counsel with financial advisory services in connection with the following:

- a. Analyzing material prepetition transactions and agreements between or among the Debtors and their direct or indirect parent, affiliates or subsidiaries;
- b. Evaluating the Debtors' negotiation and entry into any plan sponsor, plan support, or settlement agreement, the debtor-in-possession financing, and stalking horse asset purchase agreement and the activities of the Debtors' board of directors in connection thereto;
- c. Investigating the activities of the Debtors' board of directors concerning pre-petition and post-petition transactions and agreements, the investigation of the validity of claims against the Debtors' direct or indirect parent, and related matters;
- d. Investigating the corporate relationships between or among the Debtors and their direct or indirect parent, affiliates and subsidiaries, as well as the conduct of each in connection with the Debtors' Chapter 11 filing and entry into pre-petition and post-petition transactions and agreements;
- e. Evaluating all state and federal law claims or causes of action of the Debtors against current or former directors and officers of the Debtors, and against the

² Certain of the disclosures herein relate to matters within the knowledge of other professionals at MFC.

Debtors' direct or indirect parent and/or insiders including current and former directors, officers, and shareholders;

- f. Evaluating all state and federal law claims or causes of action the Debtors propose to release or to be released as part of their plan;
- g. Analyzing the value of the proposed releases by the Debtors' estates, including claims against current or former directors and officers of the Debtors, and against the Debtors' direct or indirect parent and insiders including current and former directors, officers, and shareholders, and the proposed releases by third parties of claims against the Debtors' direct or indirect parent;
- h. Analyzing other matters affecting the Debtors' assets, liabilities, and financial condition including all intercompany claims and the Debtors' solvency, capital adequacy and ability to pay debts as such debts become due at various dates prior to the Petition Date; and
- i. Undertaking any additional tasks or duties that the Court may direct in any order amending or modifying the Order Approving Scope of Investigation of Arthur J. Gonzalez, Examiner.

ETHICAL WALL AND TRADING WALL PROCEDURES

6. Mesirow Financial has established an "Ethical Wall" between MFC and the other subsidiaries, divisions and units of Mesirow Financial. The Ethical Wall prohibits MFC from sharing confidential or non-public information concerning the Debtors and these cases with any other employees of Mesirow Financial. Likewise, the Ethical Wall prohibits any employees of Mesirow Financial from sharing confidential or non-public information concerning the Debtors and these cases with any employee of MFC. Mesirow Financial and MFC have informed all employees of the Ethical Wall procedures.

7. In addition to the Ethical Wall, Mesirow Financial has also established a "Trading Wall". In the ordinary course of business, Mesirow Financial, Inc. ("MFI"), Mesirow Financial's affiliated broker-dealer subsidiary, may purchase or sell securities on a principal or agency basis. MFI also executes securities transactions on behalf of clients

of introducing broker-dealers or unaffiliated investment advisors.³ In the ordinary course of business, Mesirow Financial's affiliated investment advisor subsidiaries, together with MFI (collectively, the "Mesirow BD/IA Subsidiaries"), may purchase securities, sell securities and/or provide investment advice to retail or institutional clients on a non-discretionary or discretionary basis. The securities transacted by the Mesirow BD/IA Subsidiaries may include securities issued by the Debtors, creditors, stakeholders or other parties-in-interest in these cases ("Related Securities").

8. Mesirow Financial has implemented certain Trading Wall procedures to ensure that information concerning transactions by the Mesirow BD/IA Subsidiaries in Related Securities, as well as other securities transactions by the Mesirow BD/IA Subsidiaries, will not be available to the employees of MFC. These Trading Wall procedures also permit the Mesirow BD/IA Subsidiaries to act in the best interest of their clients and in accordance with securities laws. The Mesirow BD/IA Subsidiaries are operated as separate and distinct subsidiaries from MFC. Mesirow Financial has informed the employees of the Mesirow BD/IA Subsidiaries and MFC of the Trading Wall procedures.

9. MFC does not anticipate using any personnel from other Mesirow Financial subsidiaries, divisions or units to render services to the Examiner.

³ MFI provides clearing services for introducing broker-dealers as well as custodial and execution services for unaffiliated investment advisors. In connection with these services, all investment decisions occur between the introducing broker-dealer and unaffiliated investment advisor and their respective clients.

DISINTERESTEDNESS OF PROFESSIONALS

10. Based upon information supplied by the Examiner's proposed counsel, MFC searched its records and certain records of Mesirow Financial⁴ to identify any connection or relationship with the following entities ("Parties in Interest"):

- a. The Debtors and their Subsidiaries;
- b. The Debtors' Foreign Subsidiaries;
- c. The Debtors' Officers and Directors;
- d. Parties to Funding Agreements with the Debtors;
- e. Bondholders;
- f. Landlords and Tenants;
- g. Parties to Litigation with the Debtors;
- h. U.S. Trustee's Office (Region 2 Trial Attorneys);
- i. Judges for the United States Bankruptcy Court for the Southern District of New York;
- j. New York District Court Judges;
- k. Depositing Banks;
- l. Consultants & Professionals retained by the Debtors and other significant non-Debtor parties of interest;
- m. HELOC Investors;
- n. Servicing Counterparties:
 - i. Government Entities and GSE's;
 - ii. Housing and Local Agencies;
 - iii. Mortgage and Monoline Insurers;

⁴ MFC does not intend to suggest that Bankruptcy Rule 2014 requires that a professional seeking retention under the Bankruptcy Code must disclose any connections that an *affiliate* of the professional may have to the creditors or other parties-in-interest in the bankruptcy case. Rather, out of an abundance of caution, MFC has searched certain portions of Mesirow Financial's database and made appropriate disclosures of relationships, with the exception of those relationships described in the section titled "Ethical Wall and Trading Wall Procedures."

- iv. Trustees;
- v. Other Counterparties to Servicing Agreements;
- o. Utilities;
- p. Consolidated Top 50 Unsecured Creditors;
- q. Members of the Creditors' Committee;
- r. Rule 2004 Motion Parties; and
- s. Additional Interested Parties.

11. The names of the Parties in Interest are set forth in Exhibit 1 attached hereto and incorporated herein by reference.

12. Based upon the database search described above, MFC, subject to the disclosures regarding all matters which have had any activity within the past two (2) years set forth in Exhibit 2 and herein, (a) does not represent any other entity having an adverse interest in connection with these cases, and (b) does not hold or represent an interest adverse to the interests of the estates with respect to the matter on which MFC will be employed.

13. To the best of my knowledge, except as set forth herein and in Exhibit 2 attached hereto and incorporated herein by reference and subject to the limitations discussed herein, (a) MFC has no connections with the Debtors, creditors, and any other party-in-interest, or their respective attorneys and accountants; and (b) the MFC professionals working on this matter are not relatives of the United States Trustee of the Southern District of New York or of any known employee in the office thereof or any United States Bankruptcy Judge of the Southern District of New York or any District Court Judges of New York.

14. However, in an abundance of caution, MFC provides the following additional disclosures:

- a. **Cerberus Capital Management, LP** (an indirect shareholder in the Debtors). A Mesirow Financial investment advisory subsidiary (the "IA Subsidiary"), acting on behalf of its clients, invested client monies in certain Cerberus-managed investment funds. In 2008, the IA Subsidiary submitted withdrawal notices to Cerberus, which is currently in the process of liquidating the assets of the funds and distributing the proceeds to its investors. The IA subsidiary has no control over the liquidation process or timing of the liquidating distributions.
- b. **First NLC Financial Services, LLC** (a counter-party to a servicing agreement with the Debtors). In January 2008, an MFC employee was appointed Chief Restructuring Officer of First NLC Financial Services, LLC shortly before it filed its petition under Chapter 11 of the Bankruptcy Code. MFC's employee remained in that capacity thereafter until the case converted to Chapter 7 in May 2008. Certain administrative expenses and litigation between the MFC employee and First NLC Financial Services, LLC remain outstanding. This MFC employee will not be involved in providing services to the Examiner.
- c. **Financial Guaranty Insurance Company** (a creditor and member of the Official Committee of Unsecured Creditors in these proceedings). In 2010, counsel to First Guaranty Insurance Company engaged MFC to analyze certain publicly available financial information of the Debtors. This engagement concluded in 2011 and constituted less than 1% of MFC's revenue for that year.
- d. **FTI Consulting, Inc.** (financial advisor to the Debtors in these proceedings). An MFC employee was previously employed by FTI Consulting, Inc. ("FTI") and provided services to the Debtors while at FTI. As a result, the employee will be ethically screened from all information and communications related to MFC's retention by the Examiner.
- e. **General Motors Corporation** (an indirect shareholder in the Debtors). MFC has been engaged to provide services in a matter (and for a client) unrelated to these proceedings which is adverse to General Motors Corporation.

15. MFC, and in some cases Mesirow Financial, has at some point in the past two (2) years been retained by, and presently and likely in the future will provide services for, purchase services from or serve as an insurance agent for, certain creditors of the

Debtors, other parties-in-interest, and their respective attorneys and accountants in matters unrelated to such parties' claims against the Debtors or interests in these Chapter 11 cases. Each of these matters constituted less than 1% of Mesirow Financial's revenue for the relevant year. These connections are disclosed in Exhibit 2.

16. As part of its practice, MFC appears in many cases, proceedings, and transactions involving many different law firms, financial consultants, and investment bankers in matters unrelated to this bankruptcy. MFC has not identified any material relationships or connections with any law firm, financial consultant or investment banker involved in these Chapter 11 cases that would cause it to be adverse to the Debtors, the Debtors' estates, any creditor or any other party-in-interest interest in these cases or that would otherwise affect MFC's judgment or ability to perform services for the Examiner.⁵

17. Subject to the disclosures herein, MFC has not provided within the past two (2) years, and will not provide, any professional services to the Debtors, any of the individual creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 cases.

18. MFC is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, given that, to the best of my information and belief, MFC:⁶

- a. is not a creditor, an equity security holder, or an insider of the Debtors;
- b. is not and was not, within two years before the commencement of these Chapter 11 cases, a director, officer or employee of the Debtors; and

⁵ From time to time, MFC and Mesirow Financial retain a number of law firms in the ordinary course of their business. No law firm has been retained by MFC or Mesirow Financial for the purposes of representation with regard to this matter.

⁶ To the best of my knowledge, MFC's CEO and each of its senior managing directors and managing directors, except as otherwise described herein, are "disinterested persons" as that term is defined in section 101(14) of the Bankruptcy Code. MFC does not intend to suggest that section 101(14) requires that a professional seeking retention under the Bankruptcy Code must disclose any connections that an *employee* of the professional may have to the creditors or other parties-in-interest in the bankruptcy case.

- c. does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason.

19. Prior to the Petition Date, MFC did not receive any payments from the Debtors and is not a prepetition creditor of the Debtors.

PROFESSIONAL COMPENSATION

20. MFC's requested compensation for professional services rendered to the Examiner will be based upon the hours actually expended by each assigned staff member at each staff member's hourly billing rate. The Examiner has agreed to compensate MFC for professional services rendered at its normal and customary hourly rates, subject to Court approval.

21. The current normal and customary hourly rates for financial advisory services to be rendered by MFC and applicable herein are as follows:

Level	Hourly Rates
CEO, Senior Managing Director, Managing Director and Director	\$855-\$895
Senior Vice President	\$695-\$755
Vice President	\$595-\$655
Senior Associate	\$495-\$555
Associate	\$315-\$425
Paraprofessional	\$160-\$250

22. These hourly rates are subject to periodic adjustment (typically on January 1 of each year) to reflect economic and other conditions. Prior to any such increase in MFC's rates, MFC shall file a supplemental declaration with the Court and provide ten business days' notice to the Debtors, the U.S. Trustee and any official committee. The supplemental declaration shall explain the basis for the requested rate increases in

accordance with section 330(a) (3) (F) of the Bankruptcy Code and state whether the Examiner has consented to the rate increase.

23. MFC will also seek reimbursement for necessary expenses incurred, which shall include, but not be limited to, travel, photocopying, delivery service, postage, vendor charges and other out-of-pocket expenses incurred in providing professional services.

24. MFC intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. MFC has agreed to accept as compensation such sums as may be allowed by the Court. MFC understands that interim and final fee awards are subject to approval by this Court.

INDEMNIFICATION

25. Subject to Court approval, the Examiner has agreed to seek an order requiring that the Debtors and their estates indemnify, defend and hold harmless MFC, its officers, directors, shareholders, principals, members, managers, and employees (collectively, the “MFC Indemnified Parties”) from and against any and all losses, claims, damages, liabilities, penalties, obligations and expenses, including, without limitation, the costs and expenses for counsel, incurred by or asserted against the MFC Indemnified Parties in connection with or in any way related to MFC’s engagement as financial advisors to the Examiner.

26. MFC agrees that the above indemnification shall provide that :

- a. all requests of the MFC Indemnified Parties for indemnification pursuant to the Order approving this indemnification, shall be made by means of an application (interim or final as the case may be) filed with the Bankruptcy Court;

- b. all requests by the MFC Indemnified Parties for indemnification by the Debtors and their estates shall be subject to review by the Bankruptcy Court to ensure that payment of such indemnification amounts conforms to the terms of any Order approving this indemnification and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought;
- c. in no event shall the MFC Indemnified Parties be indemnified in the case of their own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, willful misconduct or fraud;
- d. in no event shall the MFC Indemnified Parties be indemnified if the Examiner, asserts a claim for, and a court determines by final order that such claim arose out of, MFC's own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, willful misconduct or fraud; and
- e. in the event that the MFC Indemnified Parties seek reimbursement for attorneys' fees from the Debtors and their estates pursuant to the Order approving this indemnification, which shall be permitted, the invoices and supporting time records from such attorneys shall be included in MFC's own applications (both interim and final) and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorney has been retained under section 327, 328, 1103(a) and 1103(b) of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

27. In accordance with section 504 of the Bankruptcy Code, I hereby state that there is no agreement or understanding between MFC and any other entity for the sharing of compensation received or to be received for services rendered in connection with these cases.

28. I have read the Application, and, to the best of my knowledge, information and belief, the contents of said Application are true and correct.

/s/ Ralph S. Tuliano
Ralph S. Tuliano
Chief Executive Officer
Mesirow Financial Consulting, LLC
666 Third Avenue, 21st Floor
New York, NY 10017

Sworn to and subscribed before me this 13th
day of August, 2012

/s/ David M. Bava
Notary Public

State of New York

County of New York

David M. Bava Notary Public, State of New York No. 01BA6175197 Qualified in New York County Commission Expires Oct. 9, 2015

EXHIBIT 1

To Tuliano Declaration

EXHIBIT 1: LIST OF PARTIES IN INTEREST SEARCHED

This information is being provided in connection with the Declaration of Ralph S. Tuliano in Support of the Application of the Examiner for an Order Authorizing the Retention and Employment of Mesirow Financial Consulting, LLC as Financial Advisor to the Examiner *Nunc Pro Tunc* to July 24, 2012. The following names were compared to MFC's client database and certain records in Mesirow Financial's client database to identify any connection or relationship:

Debtors and Subsidiaries

Ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE, LLC
Equity Investment I, LLC
ETS of Washington, Inc.
ETS of Virginia, Inc.
Executive Trustee Services, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC- RFC Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower, LLC
GMACM REO, LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
PATI Real Estate Holdings, LLC
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
RAHI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RCSFJV2004, LLC
Residential Accredit Loans, Inc.
Residential Asset Mortgage Products, Inc.

Debtors and Subsidiaries

Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC - GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC
RFC Asset Management, LLC
RFC Borrower, LLC
RFC Construction Funding, LLC
RFC SFJV-2002, LLC
RFC REO, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad Financiera
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Foreign Subsidiaries

GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited

MCA Finance Limited
National Guarantee PLC
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Homer, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.
Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc. (f/k/a GMAC Inc.)
Barclays Bank PLC
BMMZ Holdings LLC
Citibank, N.A.
Deutsche Bank Trust Company Americas
US Bank National Association
Wells Fargo Bank, N.A.

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital-
London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Penson Financial Services, Inc./Ridge.
Pentwater Capital Management
Pershing LLC
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Bondholders

Security Investors, LLC
Silver Point Capital, L.P.
Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill, LLC
UBS Financial Services, LLC
UBS Securities, LLC

Vanguard Marketing Corporation
Western Asset Management Company

Landlords and Tenants

2155 Northpark Lane, LLC
2255 Partners, L.P. c/o M. David Paul Development, LLC
Avenel Realty Company d/b/a Avenel at Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
Montgomery Square
National Default Servicing, LLC
New Towne Center Inc.
BREOF Convergence LP c-o Brookfield Real Estate Opportunity Fund
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership
Teachers Insurance and Annuity Association of America c-o Northmarq RES
The Irvine Company, LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community Credit Union

Landlords and Tenants

W.E.G., Jr., Inc. d/b/a Highland-March Beverly Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York, Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.

Church-Dellinger, Victoria Jean

Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York

DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company
Fort Washington Active Fixed Income, LLC
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch

HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IKB Deutsche Industriebank AG
IKB International S.A. (in Liquidation)

Integrity Life Insurance Company

Kennett Capital, Inc.
Kral, Kenneth L.

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Parties to Litigation

Laster, Martéal
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corporation
Mitchell, Ruth
Mitchell, Steven
National Credit Union Administration Board
National Integrity Life Insurance Company
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Rio Debt Holdings (Ireland) Limited
Sall, Mohammed A.
Sealink Funding Ltd.
State of Ohio
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial Defined Benefits Plan Trust
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
U.S. Central Federal Credit Union
West Virginia Investment Management Board
Western Corporate Federal Credit Union
Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
Driscoll, Michael
Gasparini, Elisabetta
Golden, Susan
Karas, Kenneth M.
Khodorovsky, Nazar
Masumoto, Brian S.
Morrissey, Richard C.
Nakano, Serene
Riffkin, Linda A.
Schwartz, Andrea B.

U.S. Trustee's Office (Region 2 Trial Attorneys)

Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert
Gerber, Robert E.
Glenn, Martin
Gropper, Allan L.
Lane, Sean H.
Lifland, Burton R.
Morris, Cecelia G.
Peck, James M.

District Court Judges (New York)

Baer, Harold
Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Buchwald, Naomi Reice
Carter, Andrew L.
Castel, P. Kevin
Cedarbaum, Miriam Goldman
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Duffy, Kevin T.
Engelmayer, Paul A.
Forrest, Katherine B.
Gardephe, Paul G.
Griesa, Thomas P.
Haight, Charles S.
Hellerstein, Alvin K.
Jones, Barbara S.
Kaplan, Lewis A.
Koehl, John G.
Marrero, Victor
McKenna, Lawrence M.
McMahon, Colleen
Nathan, Alison J.
Oetken, J. Paul

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

District Court Judges (New York)

Owen, Richard
Patterson, Robert P.
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Sand, Leonard B.
Scheindlin, Shira A.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Sweet, Robert W.
Wood, Kimba M.

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

Barclays Bank PLC
Centerview Partners LLC
Deloitte & Touche
Evercore

Fortress Investment Group, LLC
FTI Consulting, Inc.
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Morrison & Foerster LLP
Nationstar Mortgage, LLC
PricewaterhouseCoopers
Rubenstein Associates, Inc.
Sidley Austin LLP

Consultants & Professionals

Skadden, Arps, Slate, Meagher & Flom LLP

HELOC Investors

5th 3rd Bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Treasury Bank, N.A.
Us Bank, N.A.
Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs

Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association (Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
Citimortgage Inc as Administrator for Texas Veterans Land Board
CitiMortgage, Inc., as administrator for Texas
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery County
Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America & Philadelphia NHS
Oregon Housing and Community Services Department
Redevelopment Authority of the County of Berks
Rural Housing
The Housing and Redevelopment Authority for the City of
Minneapolis
The Industrial Commission of North Dakota

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Mortgage and Monoline Insurers

Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc.
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing Agreements

50BY50, LLC
ABN AMRO Mortgage Group, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007 -SL3
ACE Securities Corp.
ACT Mortgage Capital
Advantage Bank
Aegis Mortgage Corporation

Other Counterparties to Servicing Agreements

Aegon USA Realty Advisors
Alliance Bancorp
Alliance Securities Corp.

Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
Alternative Finance Corporation
Amalgamated Bank of New York
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4A
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2007-A
American Home Mortgage Servicing, Inc.
American Home Mortgage Trust 2004-4
American Home Mortgage Trust 2005-2
American Home Mortgage Trust 2005-4A
American Home Mortgage Trust, 2005-1
American Residential Equities XXVII, LLC
American Residential Equities, LLC
Ameriquest Mortgage Company
Andover Bank
Arbor Commercial Mortgage, LLC
Asset Management Holding of South Florida, LLC
Assured Guaranty Municipal Corp
Atlantic Financial Federal
Audobon Savings Bank
Aurora Loan Services Inc.
Aurora Loan Services LLC
Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital Corporation
Bancap
Banco Mortgage Company
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank One, Texas, N.A.

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Other Counterparties to Servicing Agreements

Bank Rhode Island
Bank United, FSB
Bankatlantic, A Federal Savings Bank
Bankers Saving
Bankers Trust Company
Banknorth Mortgage
Bay Atlantic Federal Credit Union
Bay Financial Savings Bank, FSB
Bayrock Mortgage Corporation
Bayview Acquisitions, LLC
Bayview Financial Asset Trust
Bayview Financial Property Trust
Bayview Financial Securities Company, LLC
Bayview Financial Trading Group, L.P.
Bayview Financial, L.P.
Bear Steams Asset Backed Securities I, LLC
Bear Steams Mortgage Capital Corporation
Bear Steams Second Lien Trust 2007-1
Bear Steams Second Lien Trust 2007-SVI
Bell Federal Savings and Loan Association
Bella Vista Funding Corporation
Belvedere Trust Finance Corporation
Bluebonnet Savings Bank FSB
BMMZ Holdings LLC
Broadway Federal Bank, FSB
Brothers Bank, FSB
Butte Savings and Loan Association
Caliber Funding, LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement System
Cambridge Place Collateral Management LLC
Canada Mortgage Acceptance Corporation
Capital Crossing Bank
Capitol Federal Savings and Loan Association
Capstead Mortgage Corporation
CDC Mortgage Capital Inc. (Natixis)
Cenfed Bank, a Federal Savings Bank
Cenlar FSB
CenterState Bank of Florida, N.A.
Central Bank of Jefferson County, Inc.
Century Bank, FSB
CFX Bank
Charter One Bank, FSB

Other Counterparties to Servicing Agreements

Charter One Bank, N.A.
Chase Manhattan Mortgage Corporation
Chemical Mortgage Company
Citi Financial Mortgage Co., Inc.
Citibank (West), FSB
Citigroup Global Markets Realty Corp.
Citigroup Mortgage Loan Trust Inc.
CitiMortgage, Inc.
Citizens Bank of Connecticut
Citizens Bank of Massachusetts
Citizens Bank of New Hampshire
Citizens Bank of Pennsylvania
Citizens Bank, N.A.
Citizens Federal Bank, FSB
Clayton Fixed Income Services Inc.
Clayton National, Inc.
CMC Investment Partnership
Coastal Bane Capital Corporation
Coastal Bane SSB
Coastal States Mortgage Corporation
Collective Federal Savings Bank
Colonial Mortgage Service Company
Comerica Bank
Community Lending, Incorporated
Community Lending, Incorporated
Communityone Bank, N.A.
Copperfield
Core, Cap Inc.
Corona Asset Management III, LLC
Countrywide Bank, N.A.
Countrywide Home Loans Servicing, LP
Countrywide Home Loans, Inc.
Credit Suisse First Boston Mortgage Securities Corp.
CSX
CTCE Federal Credit Union
CTX Mortgage Company, LLC
DB Structured Products, Inc.
Deutsche Alt-A Securities, Inc.
Deutsche Bank AG New York Branch
Deutsche Mortgage Securities, Inc.
DLJ Mortgage Acceptance Corp.
DLJ Mortgage Capital, Inc.
Dollar Bank, FSB
Drawbridge Consumer Funding Ltd

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Other Counterparties to Servicing Agreements

Dynex Securities Corporation
E *Trade Mortgage
E*Trade Bank
E*Trade Wholesale Lending Corp.
EAB Mortgage Company, Inc.
EMC Mortgage Corporation
Empire Mortgage X, Inc.
Encore Bank and National Association
Encore Savings Bank
Erie Savings Bank
Eurekabank
Ever Bank
Fairbanks Capital Corp.
Fairfax Savings Bank
Family Bank, FSB
Family Lending Services, Inc.
Federal Home Loan Bank of Atlanta
Federal Trust Bank, FSB
Fidelity Federal Bank
Fidelity Savings and Loan
Fifth Third Bank
Financial Asset Securities Corp.
First Bank Incorporated
First Bank, Inc.
First Cap Holdings, Inc.
First Citizens Bank and Trust Company
First Citizens Mortgage Company
First Community Bank N .A.
First Federal of Michigan
First Federal Savings & Loan Association of Storm
Lake
First Guaranty Mortgage Corporation
First Horizon Home Loan Corporation
First Indiana Bank
First Internet Bank of Indiana
First Massachusetts Bank, N .A.
First National Bank and Trust Company
First National Bank of Arizona
First National Bank of El Dorado
First Nationwide Mortgage Corporation
First NLC
First Rate Capital Corporation
First Savings Mortgage Corporation
First Tennessee Bank National Association

Other Counterparties to Servicing Agreements

First Tennessee Capital Assets Corporation
First Trust Savings Bank
First Union National Bank
First-Citizens Bank & Trust Company
Firsttrust Bank
Fleet National Bank
Flex Point Funding Corporation
Flick Mortgage Investors, Inc.
FNBA
Fortress Credit Corp.
FP A Corporation
Franklin Bank, SSB
Franklin Credit
Franklin Credit Management Corporation
Gateway Credit Union
Gateway Funding Diversified Mortgage Services, LP
GE Capital Consumer Card Co.
GE Mortgage Services, LLC
Geneva Mortgage Corporation
Germantown Savings Bank
Gibraltar Savings Association
Ginn Financial Services, LLC
Goldman Sachs Mortgage Company
Gonzalo Residential Asset Trust
Great American First Savings Bank
Great American Savings Bank
Green Planet Servicing, LLC
Green Tree Servicing LLC
GreenPoint Mortgage Funding Trust 2005-HE4
GreenPoint Mortgage Funding Trust 2006-HE1

GreenPoint Mortgage Funding, Inc.
Greenwich Capital Acceptance, Inc.
Greenwich Capital Financial Products, Inc.
Greenwich Universal Portfolio
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSMPS Mortgage Loan Trust 2005-L T1
GSR Mortgage Loan Trust 2006-AR2
GSR Trust 2007-HEL1
Guardian Savings Bank
Hanover Capital Mortgage Holdings, Inc.
HarborView Mortgage Loan trust 2004-10
Healthcare Employees Federal Credit Union
Home Equity Loan Trust 2005-HS2

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Other Counterparties to Servicing Agreements

Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA5
Home Equity Loan Trust 2007-HSA1
Home Equity Loan Trust 2007-HSA3
Home Federal Savings & Loan Association of Rome,
GA
Home Loan Corporation

Home Loan Series 09-2028
HomeBanc Mortgage
HomeEq Servicing Corporation
Horsham Funding Inc.
HSI Asset Securitization Corporation
Hudson & Keyse, LLC
Hudson City Savings Bank
Huntington Federal Savings & Loan Association
Hyperion Capital Group LLC
IMP AC CMB Trust Series 2005-6
IMP AC Funding Companies
IMP AC Funding Corporation
IMP AC Mortgage Holdings, Inc.
IMP AC Secured Assets Corp.
Imperial Credit Industries, Inc.
Independent Bank East Michigan
Indy Mac Mortgage Holdings, Inc.
IndyMac Bank, FSB (now One West Bank, FSB)
IndyMac MBS, Inc.
ING Bank, FSB
Investment Capital Group
Irwin Union Bank and Trust Company
Ixis Real Estate Capital Inc.
Jackson Federal Bank
Just Mortgage, Inc.
Kaiser Federal Bank
Keystone Nazareth Bank & Trust Company
Kidder Peabody Mortgage Capital Corporation
Lacera
Lebank
Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman Brothers
Liberty Home Lending, Inc.
Liberty Savings Bank, FSB
Linden Assemblers Federal Credit Union

Other Counterparties to Servicing Agreements

Litton Loan Servicing, LP
LNV Corporation
Loan Center of California
Loan Link Financial Services
Local #38 and Associates Credit Union
Lomas Mortgage USA, Inc.

Los Angeles County Employees Retirement
Association
Los Angeles Federal Savings
LPP Mortgage Ltd.
Luminent Mortgage Capital, Inc.
Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
MAIA Mortgage Finance Statutory Trust
Marine Bank
Market Street Mortgage Corporation
Massachusetts Mutual Life Insurance Co.
Matrix Capital Bank
MB Financial Bank N.A.
Medway Savings Bank
Mellon Bank
Mellon/McMahon Real Estate Advisors Inc.
Merck Sharp & Dohme Federal Credit Union
Mercury Mortgage Finance Statutory Trust
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Hunton Paige
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Holdings, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metrocities Mortgage Corp., LLC
Metropolitan Life Insurance Company
Mid America Bank, FSB
MidFirst Bank
Midland Financial Savings and Loan Association
Mint I, LLC
Mint II, LLC
Money Bank Investment Corporation
Monterey I Holdings
Morgan Stanley Capital I Inc.
Morgan Stanley Mortgage Capital Inc.

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Other Counterparties to Servicing Agreements

Morgan Stanley Mortgage Loan Trust 2005-3AR
Mortgage Asset Securitization Transactions, Inc.
Mortgage Asset Securitization Trust
Mortgage Interest Networking Trust II
Mortgage Investors Corporation
MortgageIT, Inc.
MortgageIT Holdings Inc.
MortgageIT Securities Corp.
MortgageIT Trust 2005-4
MRF 3LLC
Mrit Securities Corporation
Mutual Savings & Loan Association of Charlotte, N.C.
Mutual Savings Bank
National Bank of Commerce
NETBANK
Network Funding L.P.
Neuwest Equity Partners
New Century Mortgage Securities, Inc.
New Cumberland Federal Credit Union
New Penn Financial, LLC
New York Life Insurance and Annuity Corporation
New York Life Insurance Company
Nomura Asset Acceptance Corporation
Nomura Credit & Capital, Inc.
Nomura Home Equity Loan, Inc.
North Jersey Federal Credit Union, Inc.
Northwest Funding, Inc.
Northwestern National Bank of Minneapolis
Norwest Bank Minnesota, National Association
Norwest Mortgage, Inc.
Ocwen Federal Bank FSB
Ocwen Loan Servicing, LLC
Ohio Savings Bank
Opteum Financial Services, LLC
Option One Mortgage Corporation
Paine Webber Real Estate Securities Inc.
Parkside Lending, LLC
Parkvale Savings Bank
Paul Financial, LLC
PBS Mortgage Corporation
People Savings Bank, Inc., SSB
Peoples Heritage Savings Bank
PHH Mortgage
Philadelphia Federal Credit Union

Other Counterparties to Servicing Agreements

Pinnacle Capital Mortgage Corporation
Pinnacle Financial Corporation
Plaza Home Mortgage, Inc.
PMC Bancorp
PNC Bank, N.A.
PNC Mortgage Securities Corp.
Pomona First Federal Bank and Trust
Principal Asset Markets, Inc.
Principal Bank
Principal Mutual Life Insurance Company
Private Capital Group
Quaker City Bank
Quicken Loans Inc.
RBS Citizens, National Association
Real Time Resolutions, Inc.
Real Time Solutions
Realty Mortgage Corporation
Redlands Federal Bank, FSB
Redwood Trust, Inc.
Reliance Federal Credit Union
Residential Mortgage Assistance Enterprise, LLC
Resolution Capital Advisors, LLC
Ridgewood Savings Bank
Riggs Bank N.A.
Rochester Community Savings Bank
Roosevelt Management Company, LLC
RWT Holdings, Inc.
Ryland Acceptance Corporation Four
SACO I Trust 2005-GPI
SACO I Trust 2006-8
Salomon Brothers Realty Corp.
Saxon Mortgage Funding Corporation
Sea Breeze Financial Services, Inc.
Sebring Capital
Secured Bankers Mortgage Company
Security National
Security Pacific National Bank
Select Portfolio Servicing Inc.
Sequoia Funding Trust
Sequoia Residential Funding, Inc.
Shearson Lehman Government Securities, Inc.
Shellpoint Mortgage LLC
Sierra Pacific Mortgage, Inc.
Silver State Financial Services, Inc.

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Other Counterparties to Servicing Agreements

Silvergate Bank
Skyline Financial Corp.
SMFC Funding Corporation
SN Servicing Corporation
SNBOA, LLC
Southbank
Southern Pacific Thrift and Loan Association
SouthStar Funding, LLC
Southwest Savings and Loan Association
Sovereign Bank, FSB
Specialized Loan Servicing LLC
St. Paul Federal Bank for Savings
Stanwich Mortgage Acquisition Company, LLC
Sterling Savings Bank
Steward Financial, Inc.
Stonebridge Bank
Structured Asset Mortgage Investments II Inc.
Structured Asset Mortgage Investments, Inc.
Structured Asset Securities Corporation
Structured Mortgage Investments II Inc.
Summit Savings & Loan Association
Suntrust Asset Funding, LLC
Superior Bank
Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker
TCF National Bank
TCIF, LLC
TeleBank
Terwin Advisors LLC
Terwin Mortgage Trust 2006-6
Terwin Securitization LLC
The Canada Trust Company
The Chase Manhattan Bank
The First Boston Corporation
The First National Bank of Glens Falls
The Frost National Bank
The Mortgage Store Financial, Inc.
The New York Mortgage Company, LLC
The Travelers Indemnity Company
The Winter Group
Treasury Bank, N.A.
Tri Counties Bank

Other Counterparties to Servicing Agreements

Tri Country Area Federal Credit Union
Truman Capital Securitization LLC
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
United Capital Mortgage, LLC
United Federal Savings Bank
United Financial Mortgage Corporation
United Savings Association of Texas, FSB
Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton I Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
Century Link
Cisco Systems Capital Corporation
City of Eden Prairie
Comcast
Dish Network
Genesys Conferencing
Global Capacity Group Inc.
Inova Solutions
Intercall

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Utilities

Intervoice Inc.
Level 3 Communications LLC
IEX Corporation
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis USA Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp

Assured Guaranty Corp.
BNY Mellon
Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecomm Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group

Consolidated Top 50 Creditors

Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund
National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Orange County Employees Retirement System
Police and Fire Retirement System of the City of Detroit
Sealink Funding Limited
Steven and Ruth Mitchell
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

AIG Asset Management (U.S.), LLC
Allstate Life Insurance Company
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
The Bank of New York Mellon Trust Company, N.A.
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey

EXHIBIT 1: LIST OF INTERESTED PARTIES SEARCHED

Rule 2004 Motion Parties

IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case

Interested Parties

PennyMac Loan Services, LLC
The State of New York
San Bernardino County

EXHIBIT 2

To Tuliano Declaration

**EXHIBIT 2: LIST OF CONNECTIONS WITH
PARTIES IN INTEREST**

This information is being provided in connection with the Declaration of Ralph S. Tuliano in Support of the Application of the Examiner for an Order Authorizing the Retention and Employment of Mesirow Financial Consulting, LLC as Financial Advisor to the Examiner *Nunc Pro Tunc* to July 24, 2012. MFC or Mesirow Financial have or had business relationships with, currently render or have previously rendered services during the past two years in matters unrelated to these Chapter 11 cases for the following entities or their affiliates. Each of these matters constituted less than 1% of Mesirow Financial's revenue for the relevant year. Certain entities appear several times to reflect multiple relationships with the Debtors:

Parties to Funding Agreements

Citibank, N.A.
U.S. Bank National Association
Wells Fargo Bank, N.A.

Consultants & Professionals

FTIⁱ
Kirkland & Ellis LLP
PricewaterhouseCoopers
Skadden, Arps, Slate, Meagher & Flom LLP

Bondholders

AllianceBernstein Advisors
Credit Suisse Securities (USA) LLC
First Southwest Company
Goldman, Sachs & Co.
Pentwater Capital Management
Silver Point Capital, L.P.
TD Ameritrade Clearing, Inc.

HELOC Investors

5th 3rd bank
JP Morgan Chase
Macquarie Mortgages USA, Inc.
Suntrust
U.S. Bank, N.A.
Wachovia Bank, N.A.
Wells Fargo Bank, N.A.

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Federal Home Loan Mortgage Corporation
Financial Guaranty Insurance Company
MBIA Insurance Corporation

Servicing Counterparties

Government Entities and GSEs
Federal Home Loan Mortgage Corporation
(Freddie Mac)
Federal Housing Administration (FHA)

Mortgage and Monoline Insurers

Genworth Mortgage Insurance Corporation
MBIA

Depositing Banks

Bank of America, N.A.
Citibank, N.A.
JPMorgan Chase Bank, N.A.
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Trustees

Citibank, N.A.
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
U.S. Bank National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

**EXHIBIT 2: LIST OF CONNECTIONS WITH
PARTIES IN INTEREST**

Servicing Counterparties

**Other Counterparties to Servicing
Agreements**

ABN AMRO Mortgage Group, Inc.
Aegis Mortgage Corporation
Alternative Finance Corporation
Amalgamated Bank of New York
Bancap
Banco Popular North America
Bank of America, National Association
Bank of Hawaii

Bankers Saving
Bankers Trust Company
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation
Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SVI
Bell Federal Savings and Loan Association
California Public Employees' Retirement System
Capitol Federal Savings and Loan Association
Chase Manhattan Mortgage Corporation
Citibank (West), FSB
Comerica Bank
Countrywide Bank, N.A.
Countrywide Home Loans Servicing, LP
Countrywide Home Loans, Inc.
Credit Suisse First Boston Mortgage Securities
Corp.
Fifth Third Bank
First NLCⁱⁱ
Fleet National Bank
GE Capital Consumer Card Co.
GE Mortgage Services, LLC
Gibraltar Savings Association
Goldman Sachs Mortgage Company
GS Mortgage Securities Corp.

GSAA Home Equity Trust 2005-9
HomeBanc Mortgage

**Other Counterparties to Servicing
Agreements**

Los Angeles County Employees Retirement
Association
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metropolitan Life Insurance Company
National Bank of Commerce
New York Life Insurance and Annuity
Corporation
New York Life Insurance Company
Norwest Bank Minnesota, National Association
Pinnacle Financial Corporation
PNC Bank, N.A.
Principal Mutual Life Insurance Company
St. Paul Federal Bank for Savings
Suntrust Asset Funding, LLC
Taylor, Bean Whitaker
The Chase Manhattan Bank
The Travelers Indemnity Company
Wachovia Bank, National Association

Consolidated Top 50 Creditors

Financial Guaranty Insurance Co.
MBIA, Inc.
U.S. Bank

Wells Fargo & Company
Wells Fargo Bank, N.A.

Members of the Creditors' Committee

AIG Asset Management (US), LLC
Financial Guaranty Insurance Companyⁱⁱⁱ
MBIA Insurance Corporation
The Bank of New York Mellon Trust Company,
N.A.
U.S. Bank National Association
Wilmington Trust, N.A.

**EXHIBIT 2: LIST OF CONNECTIONS WITH
PARTIES IN INTEREST**

Rule 2004 Motion Parties

Cerberus Capital Management, L.P.^{iv}
Cerberus FIM Investors LLC
Cerberus FIM, LLC
General Motors Company^v

Interested Parties

The State of New York

ⁱ **FTI Consulting, Inc.** (financial advisor to the Debtors in these proceedings). An MFC employee was previously employed by FTI Consulting, Inc. (“FTI”) and provided services to the Debtors while at FTI. As a result, the employee will be ethically screened from all information and communications related to MFC’s retention by the Examiner.

ⁱⁱ **First NLC Financial Services, LLC** (a counter-party to a servicing agreement with the Debtors). In January 2008, an MFC employee was appointed Chief Restructuring Officer of First NLC Financial Services, LLC shortly before it filed its petition under Chapter 11 of the Bankruptcy Code. MFC’s employee remained in that capacity thereafter until the case converted to Chapter 7 in May 2008. Certain administrative expenses and litigation between the MFC employee and First NLC Financial Services, LLC remain outstanding. This MFC employee will not be involved in providing services to the Examiner.

ⁱⁱⁱ **Financial Guaranty Insurance Company** (a creditor and member of the Official Committee of Unsecured Creditors in these proceedings). In 2010, counsel to First Guaranty Insurance Company engaged MFC to analyze certain publicly available financial information of the Debtors. This engagement concluded in 2011 and constituted less than 1% of MFC’s revenue for that year.

^{iv} **Cerberus Capital Management, LP** (an indirect shareholder in the Debtors). A Mesirow Financial investment advisory subsidiary (the “IA Subsidiary”), acting on behalf of its clients, invested client monies in certain Cerberus-managed investment funds. In 2008, the IA Subsidiary submitted withdrawal notices to Cerberus, which is currently in the process of liquidating the assets of the funds and distributing the proceeds to its investors. The IA subsidiary has no control over the liquidation process or timing of the liquidating distributions.

^v **General Motors Corporation** (an indirect shareholder in the Debtors). MFC has been engaged to provide services in a matter (and for a client) unrelated to these proceedings which is adverse to General Motors Corporation.